

**EXHIBIT A**

**CERTIFICATION OF PAUL E. HARNER**

Vincent J. Marriott, III\*  
BALLARD SPAHR LLP  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103  
Tel: (215) 665-8500  
Fax: (215) 864-8999

-and-

BALLARD SPAHR LLP  
Tobey M. Daluz\*  
Laurel D. Roglen  
Chantelle D. McClamb  
919 N. Market Street, 11<sup>th</sup> Floor  
Wilmington, DE 19801  
Tel: (302) 252-4465  
Fax: (302) 252-4466  
(\*Admitted pro hac vice)

*Counsel to the Fee Examiner*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	) Chapter 11
	)
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	) Case No. 18-23538 (RDD)
	)
Debtors.	) (Jointly Administered)
	)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**CERTIFICATION OF PAUL E. HARNER IN SUPPORT OF SECOND JOINT  
APPLICATION OF PAUL E. HARNER, AS FEE EXAMINER AND BALLARD  
SPAHR LLP, AS COUNSEL TO THE FEE EXAMINER FOR INTERIM ALLOWANCE  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM JULY 1, 2019 THROUGH OCTOBER 31, 2019**

I, Paul E. Harner, hereby certify that:

1. I am the Court-appointed Fee Examiner in the above-captioned chapter 11 cases and I am a partner at Ballard Spahr LLP (“Ballard Spahr”), my counsel as Fee Examiner.

2. In accordance with (a) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective November 1, 2013 (the “U.S. Trustee Guidelines”), (b) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, Administrative Order M-447, effective February 5, 2013 (the “Local Guidelines”), (c) the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “Interim Compensation Order,” and together with the U.S. Trustee Guidelines and the Local Guidelines, the “Guidelines”), this certification is made with respect to the *Second Joint Application of Paul E. Harner, as Fee Examiner and Ballard Spahr LLP, as Counsel to the Fee Examiner for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from July 1, 2019 through October 31, 2019* (the “Fee Application”), seeking interim compensation and reimbursement of expenses for the period of July 1, 2019 through and including September 30, 2019 (the “Compensation Period”).

3. With respect to section B(1) of the Local Guidelines, I certify that:

a. I have read the Application;

b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursement sought fall within the Local Guidelines;

c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Ballard Spahr and generally accepted by Ballard Spahr's clients; and

d. in providing a reimbursable service, Ballard Spahr does not make a profit on that service, whether the service is performed by Ballard Spahr in-house or through a third party.

4. Pursuant to section B(2) of the Local Guidelines and as required by the Interim Compensation Order, I certify that Ballard Spahr has complied with the provisions requiring it to provide the Debtors, counsel to the Debtors, the United States Trustee for the Southern District of New York, and counsel to the Official Committee of Unsecured Creditors with a statement of the Fee Examiner and Ballard Spahr's fees and disbursements accrued each month, although such statements were not always provided within the exact timetables set forth in the Interim Compensation Order.

5. With respect to section B(3) of the Local Guidelines, I certify that the counsel for the Debtors, the United States Trustee for the Southern District of New York, and counsel for the Official Committee of Unsecured Creditors are each being provided with a copy of the Fee Application concurrently with the filing thereof.

Dated: December 13, 2019

/s/ Paul E. Harner

Paul E. Harner  
BALLARD SPAHR LLP  
1675 Broadway, 19th Floor  
New York, NY 10019-5820  
Telephone: 212.223.0200  
Facsimile: 212.223.1942